

Revised on March 16, 2023

**SANUWAVE HEALTH, INC.
STRATEGY AND FINANCE COMMITTEE
CHARTER**

Purpose

The Strategy and Finance Committee shall oversee the development of an annual strategic plan for the Company, review significant strategic decisions by the Company, and have principal oversight responsibility with respect to certain of the Company's material financial matters, including investments and acquisitions and divestitures that are material to the Company's business. The Committee shall not have oversight responsibility with respect to the Company's financial reporting, which is the responsibility of the Audit Committee of the Board of Directors.

Duties and Responsibilities

1. Review (with approval authority) management proposals for acquisitions and divestitures with a purchase or sale price greater than \$1,000,000 and up to \$500 million.¹ (the "Transactions"). For this purpose, Transactions shall include, but is not limited to: joint ventures, mergers, reverse mergers, asset purchases, investments in new businesses and partnerships, and spin-offs.
2. Review (with approval authority) the Company's Material Financing Transactions², including, but not limited to: cash management plans, cash accounts, cash investments, public offerings and private placements of debt securities, commercial paper programs, revolving credit facilities, term loans, receivables financing and other incurrences of indebtedness, refinancing transactions, foreign exchange activities, and commodity and interest rate hedges.

For the avoidance of doubt, the following transactions (or the summation of a series of transactions for a single defined purpose) above the Material Financing Transactions threshold are intended to be included as duties or responsibilities of the Strategy and Finance Committee: any issuance of equity or equity-linked securities, including convertible notes, warrants to purchase common stock, stock options, and shares of common stock, or share repurchases.

3. Review the Company's capital structure, and report to the Board with respect thereto as appropriate.
4. Review and oversee the development of an annual strategic plan for the Company.
5. Review the Company's annual capital expenditure plan and any material proposed capital expenditure projects not reflected in the annual plan.
6. Review management recommendations as to material financing strategies, including types of short-term and long-term debt or equity financings, and make recommendations to the Board regarding such financings.

7. Review management recommendations regarding share repurchase programs, shareholder dividends and distributions, and make recommendations to the Board regarding such actions.

Committee Membership

The Committee will be composed of such number of directors as are designated from time to time by the full Board of Directors.

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- 1 The Chief Executive Officer has authority to approve acquisitions and divestitures with a purchase or sale price of \$1 million or less.
- 2 Material Financing Transactions is any transaction (or series of transactions for a single defined purpose) over \$1,000,000 USD.